



S/03710120
CC: Tom
Task: 4234

Denison Mines (USA) Corp.
1050 17th Street, Suite 950
Denver, CO 80265
USA

Tel : 303 628-7798
Fax : 303 389-4125

www.denisonmines.com

June 29, 2011

Paul Baker
Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P.O. Box 145801
Salt Lake City, Utah 84114-5801

Dear Paul:

Re: Application for Transfer of Notice of Intent (NOI) to Commence Small Mining Operations for the Pine Ridge Mine (S/0370/120), located in Section 4, Township 29 South, Range 25 East, and Section 33, Township 28 South, Range 2 East, San Juan County, Utah.

Enclosed, please find an Application for Transfer of Notice of Intent (NOI) to Commence Small Mining Operations. This Application is to transfer the Pine Ridge Mine (S/0370/120) from Kimmerle Mining, LLC to Denison Mines (USA) Corp. Also enclosed is Denison Mines (USA) Corp's Notice of Intent to Commence Small Mining Operations for the Pine Ridge Mine. Please provide a letter approving the transfer and requesting Denison to provide surety for the amount of \$5,900 for reclamation. Upon receipt of this letter, Denison will provide you with adequate surety and reclamation contract to release the existing surety to Kimmerle Mining, LLC.

For any questions or concerns please contact me at (303) 389-4155 or Christy Woodward at (303) 389-4136.

Yours very truly,

DENISON MINES (USA) CORP.

A handwritten signature in blue ink, appearing to read "Meredith L. Goble".

Meredith L. Goble
Records Administrator/Paralegal

Cc: Denison Mines (USA) Corp, File
Terry Wetz and Philip Buck, Denison Mines (USA) Corp
Penny Berry, Utah Division of Oil Gas and Mining

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STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION of OIL, GAS and MINING
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801
(801) 538-5291

* * * * *

APPLICATION FOR TRANSFER
OF
NOTICE OF INTENTION TO COMMENCE SMALL MINING OPERATIONS

Application is hereby made to transfer the permit to commence small mining operations for the
Pine Ridge Mine _____ mine, permit # S/0370/120, currently
operated by Kimmerle Mining, LLC _____ (transferor)
to Denison Mines (USA) Corp. _____ (transferee).

As used herein, TRANSFEROR refers to the current operator; TRANSFeree refers to the
proposed new operator; NOI refers to the Notice of Intention to Commence Large Mining
Operations; PERMIT refers to the approved (or accepted) NOI, including the reclamation
contract and reclamation surety.

Upon approval of the Application for Transfer:

1. The Transferor agrees to transfer all rights and obligations to operate under the terms of the NOI to the Transferee, The Transferor will not retain any rights to conduct mining operations within the area covered by the approved NOI.
2. Both parties understand the transfer of the ***NOI is not complete until all the applicable requirements are met***, including the submittal and Division approval of an appropriate reclamation surety and a reclamation contract.
3. The transferee has read and has a copy of the current NOI.
4. The Transferee has inspected the site and is fully aware of all existing conditions and responsible for compliance with the conditions of the permit and the obligations regardless of the nature of the conditions at the site.
5. Transferee shall conduct mining operations on lands included in the NOI in accordance with the Utah Mined Land Reclamation Act, (ACT) Sections 40-8-1 et seq., Utah Code Annotated, (2005, as amended), and the rules promulgated under the ACT (R647- et seq., and the approved NOI.
6. The Transferee shall provide a surety in a form and amount approved by the Division to assure reclamation of the lands affected by the mining operations.

The **Transferor** will remain liable for compliance at the mine site until this transfer application is approved.

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The signatory below represents that he/she has authority to execute this transfer on behalf of the Transferor, if not a natural person. Statements made in the application are true and correct to the best of my knowledge and belief.

TRANSFEROR:

Kimmerle Mining, LLC

Operator/Transferor Name

By

Kyle Kimmerle
Name of Authorized Officer (Typed or Printed)

Managing member
Title of Authorized Officer

Kyle Kimmerle
Officer's Signature

4-28-2011
Date

STATE OF Utah)

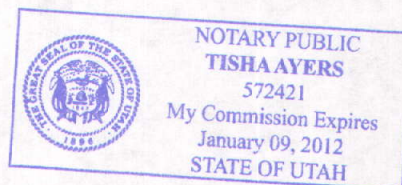
COUNTY OF Grand) ss:

On the 28th day of April, 20 11, Kyle Kimmerle
personally appeared before me, who being by me duly sworn did say that he/she is
an Managing member (owner, officer, director, partner, agent or other (specify))
of the Operator of Kimmerle Mining LLC
and duly acknowledged that said instrument was signed on behalf of said Operator
by authority of its bylaws, a resolution of its board of directors, or as may otherwise
be required to execute the same with full authority and to be bound hereby.

Tisha Ayers
Notary Public

moab, utah
Residing at

1-9-2012
My Commission Expires:



The signatory below represents that he/she has authority to execute this transfer on behalf of the Operator/Transferee, if not a natural person; and the operator/transferee is a properly organized entity in good standing under the laws of Utah and the United States, is registered as an entity authorized to do business in the State of Utah. Statements made in the application are true and correct to the best of my knowledge and belief.

TRANSFeree:

Denison Mines (USA) Corp.

Operator/Transferor Name

By Philip Buck

Name of Authorized Officer (Typed or Printed)

Vice President, Mining

Title of Authorized Officer

Philip Buck

Officer's Signature

4/27/11

Date

STATE OF Colorado)

) ss:

COUNTY OF Denver)

On the 27th day of April, 20 11, Philip Buck
personally appeared before me, who being by me duly sworn did say that he/she is
an Officer (owner, officer, director, partner, agent or other (specify))
of the Operator Denison Mines (USA) Corp.
and duly acknowledged that said instrument was signed on behalf of said Operator
by authority of its bylaws, a resolution of its board of directors, or as may otherwise
be required to execute the same with full authority and to be bound hereby.

Meredith L. Goble
Notary Public

2045 Alpine Dr. Erie, CO 80516
Residing at

3/27/13

My Commission Expires:



STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING
1594 West North Temple Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801
Telephone: (801) 538-5291 Fax: (801) 359-3940

NOTICE OF INTENTION TO COMMENCE SMALL MINING OPERATIONS

The informational requirements of this form are based on provisions of the Mined Land Reclamation Act, Title 40-8, Utah Code Annotated 1987, and the General Rules as promulgated under the Utah Minerals Regulatory Program. (R647-3-et seq.)

These pages will replace the corresponding pages in the original NOI.

1. GENERAL INFORMATION

1. Name of Mine: Pine Ridge Mine
2. Legal name of entity (or individual) for whom the permit is being requested:
Mailing Address: Denison Mines (USA) Corp. / 1050 17th Street, Ste. 950
City, State, Zip: Denver, Colorado 80265
Phone: 303-628-7798 Fax: 303-389-4125
E-mail Address: cwoodward@denisonmines.com

Type of Business:

Corporation ☒ LLC ☐ Partnership – general ☐ or limited ☐
Sole Proprietorship (dba) ☐ or Individual ☐

Entity must be registered (and maintain registration) with the State of Utah, Division of Corporations (DOC).

Are you currently registered to do business in the State of Utah? Yes ☒ No ☐

Entity # 13517440143

If no, contact DOC at www.commerce.utah.gov to renew or apply.

Local Business License # : _____ (if required)

Issued by: City: _____ or County: _____

If Business is a Sole Proprietor:

Name of owner: _____ Title: _____

Business Address: _____

City, State, Zip: _____

Phone: _____ Fax: _____

E-mail Address: _____

If Business is a Partnership:

Name of Partner: _____

Business Address: _____

City, State, Zip: _____

Phone: _____ Fax: _____

E-mail Address: _____

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If Business is a Corporation:

Name of Officers: Ron F. Hochstein Title: President & Chief Executive Officer
Harold R. Roberts Title: Executive Vice President, US Operations
Philip Buck Title: Vice President, Mining
David C. Frydenlund, Vice President, Regulatory Affairs, Title: Counsel & Corp Secretary
Corporate Address: 1050 17th Street, Ste. 950
City, State, Zip: Denver, Colorado 80265
Phone: 303-628-7798 Fax: 303-389-4125
E-mail Address: cwoodward@denisonmines.com

If Business is a Limited Liability Company: Member Managed _____ Manager Managed _____

Name of 1st Member/Manager: _____ Title: _____
Business Address: _____
City, State, Zip: _____
Phone: _____ Fax: _____
E-mail Address: _____

2nd Member/Manager: _____ Title: _____
Business Address: _____
City, State, Zip: _____
Phone: _____ Fax: _____
E-mail Address: _____

2. Contacts:

This person may be notified for: permitting ☒ surety ☒ Notices ☒
(please check all that apply)

Name: Christy A Woodward Title: Environmental Coordinator
Address: 1050 17th Street, Ste. 950
City, State, Zip: Denver, Colorado 80265
Phone: 303-389-4136 Fax: 303-389-4125
Emergency, Weekend, or Holiday Phone: 303-549-9722
E-mail Address: cwoodward@denisonmines.com

This person may be notified for: permitting ☒ surety ☒ Notices ☒
(please check all that apply)

Name: Terry V Wetz Title: Director of Project Development
Address: 1050 17th Street, Ste. 950
City, State, Zip: Denver, Colorado 80265
Phone: 303-389-4161 Fax: 303-389-4125
Emergency, Weekend, or Holiday Phone: _____
E-mail Address: twetz@denisonmines.com

Registered Utah Agent (as identified with the Utah Dept of Commerce) (if individual leave blank):

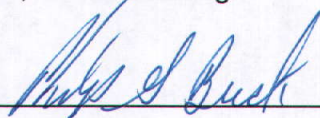
Name: CT Corporation System Title: _____
Address: 136 East South Temple, Suite 2300
City, State, Zip: Salt Lake City, Utah 84111
Phone: 801-364-5101 Fax: _____
E-mail Address: _____

3. Certification:

This certification must be signed by: (1.) an executive officer if the applicant is a corporation; (2.) a partner if applicant is a partnership (general or limited); (3.) the owner if applicant is a sole proprietorship; (4.) the member or manager if applicant is a limited liability company; or (5) the individual if the applicant is filing as an individual:

I state under penalty of perjury under the laws of the state of Utah and the United States of America that:

- a. I will follow the approved mining and reclamation plan that was submitted by Kimmerle Mining, LLC (transferor), until such time that I provide the Division with an amended Notice of Intention and receive approval of the amended Notice; AND
- b. I commit to the reclamation of the aforementioned small mining project as required by the Utah Mined Land Reclamation Act (40-8) and the rules as specified by the Board of Oil, Gas and Mining.

Signature:  Date: 4/27/11

Name (typed or printed): Philip P. Buck

Title/Position (if applicable): Vice President - Mining